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HOLLYWOOD, FLORIDA 33022-9000

ONE BOCA PLACE • SUITE 411E
2255 GLADES ROAD
BOCA RATON, FLORIDA 33431-7383

MATTHIAS ARNHEIM
1916-1992

PAUL M. ANTON
1927-1981

MILTON S. BLAUT X
ALAN R. COHN X
MAURICE M. GARCIA
GENE H. GLASSER X
WILLIAM S. KRAMER O
SCOTT A. ORTH
JENNIFER E. PRICE
LEONARD ROBBINS
KENNETH A. RUBIN
RAUBEN M. SCHNEIDER O X
PETER R. SIEGEL
JACK P. WEINB
DAVID WEISMAN O

EDWARD L. RESNICK (MET.)

OF COUNSEL
STANLEY D. GOTTSCHEG X

X BOARD CERTIFIED TAX LAWYER
BOARD CERTIFIED ESTATE PLANNING
AND PROBATE LAWYER

O BOARD CERTIFIED REAL ESTATE LAWYER

X MEMBER OF D.C. BAR
X MEMBER OF N.Y. BAR
X MEMBER OF OHIO BAR

December 13, 1996

TELEPHONES
HOLLYWOOD (884) 821-8800
FAX (884) 828-7013
BOCA RATON & DELRAY
(881) 884-2212
(881) 884-2772
FAX (881) 887-8484
NORTH BROWARD (884) 428-8800
MIAMI (305) 840-8440
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Boca

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Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Boca Roadhouse, L.C.

Gentlemen:

Enclosed is an original and one copy of the Articles of Organization and a check in the amount of \$293.75 payable to the Department of State representing the filing fee, registered agent designation, and a certificate of status. Please forward evidence of filing to the undersigned at your earliest convenience. Also enclosed is the Consent of Boca Roadhouse, Inc. to the use of the name.

Very truly yours,

William S. Kramer

WSK/smb
Enclosures

cc: Boca Roadhouse, L.C.

CONSENT OF BOCA ROADHOUSE, INC.

The undersigned, Boca Roadhouse, Inc. hereby acknowledges and confirms to the Florida Secretary of State that Boca Roadhouse, Inc., is a fifty percent (50%) owner of Boca Roadhouse, L.C., a Florida limited liability company to be formed, and hereby consents to the use of the name "Boca Roadhouse" by Boca Roadhouse, L.C.

BOCA ROADHOUSE, INC., a
Florida corporation

By:


William A. Hoffman,
Vice President

**ARTICLES OF ORGANIZATION
OF
BOCA ROADHOUSE, L.C.**

The undersigned members of Boca Roadhouse, L.C., a Florida limited liability company formed hereunder (the "Company"), heroby form a limited company under the laws of the State of Florida.

ARTICLE I. COMPANY NAME

The name of this Company is:

Boca Roadhouse, L.C.

ARTICLE II. MAILING ADDRESS OF COMPANY

The mailing address of this Company is:

**Boca Roadhouse, L.C.
Roadhouse Grill, Inc.
6600 N. Andrews Avenue, Suite 160
Ft. Lauderdale, FL 33304**

ARTICLE III. STREET ADDRESS OF COMPANY

The street address of the principal office of this Company is:

**Boca Roadhouse, L.C.
Roadhouse Grill, Inc.
6600 N. Andrews Avenue, Suite 160
Ft. Lauderdale, FL 33304**

ARTICLE IV. REGISTERED AGENT AND REGISTERED AGENT ADDRESS

The name and the street address of the registered agent of this Company in the State of Florida shall be:

**Charles D. Barnett, Esq.
899 W. Cypress Creek Road, Suite 500
Ft. Lauderdale, FL 33309**

**FILED
96 DEC 15 AM 10:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

ARTICLE V. DURATION

In accordance with Section 608.409(1) of the Florida Limited Liability Company Act ("Act"), the term of existence shall begin December 10, 1996, and shall continue until December 10, 2046, unless otherwise dissolved pursuant to Article IX of these Articles of Organization.

ARTICLE VI. MANAGEMENT

The Limited Liability Company is to be managed by its members.

ARTICLE VII. ADMISSION OF ADDITIONAL MEMBERS

Pursuant to Section 608.4232 of the Act, the Company may admit additional members upon the affirmative vote of all the members holding membership interests of the Company, either in attendance at a duly called meeting of the members at which a quorum exists or by written consent of the members of the Company. Any new member which is approved by the members of the Company as set forth herein shall become a member of the Company upon payment of the contribution to the capital of the Company as established from time to time by the members, and upon such member's agreement to comply with these Articles of Organization, its regulations, if any, and such other documents, statutes, rules, regulations or guidelines as the members may from time to time determine in their sole discretion.

ARTICLE VIII. RIGHT OF ASSIGNEE TO BECOME A MEMBER

An assignee of a member's interest in the Company may become a member of the Company, and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the Company, upon the affirmative vote of all the members holding membership interests of the Company (excluding the member seeking to transfer his interest in the Company) which vote is taken at a duly called meeting of the members or by written consent of all of the members of the Company (excluding the member seeking to transfer his interest in the Company) as set forth in the regulations, if any, and/or such other documents or agreements governing the operation of the Company as may be entered into from time to time, provided such assignment and admission of such assignee as a member complies with the terms and conditions of the regulations of the Company, if any and/or such other documents or agreements governing the operation of the Company as may be entered into from time to time.

**ARTICLE IX. RIGHT TO CONTINUE BUSINESS/
DISSOLUTION OF COMPANY**

Upon the death, bankruptcy or dissolution of a member or upon the occurrence of any other event provided in the regulations, if any, of the Company or under the Act, the Company shall be dissolved unless the members elect to continue the Company either upon the affirmative vote of all of the members of the Company, which vote is taken at a duly called meeting of the members, or by written consent of all of the members of the Company.

ARTICLE X. RETURN OF CAPITAL

No member shall have the right to demand the return of his or its contribution to capital except as provided in the Company's regulations or operating agreement, if any, then in existence.

ARTICLE XI. AMENDMENT TO ARTICLES OF ORGANIZATION

Members may adopt, alter, amend or repeal any provision of the Articles of the Organization upon the affirmative vote of all of the members of the Company which vote is taken at a duly called meeting of the members or by written consent of all of the members of the Company.

ARTICLE XII. REGULATIONS

Pursuant to Section 608.423(1) of the Act, the members of the Company may adopt, alter, amend or repeal regulations or any provision thereof, upon the affirmative vote of all of the members of the Company in attendance at a meeting of the members duly called at which a quorum exists or by written consent of all of the members of the Company.

IN WITNESS WHEREOF, the undersigned members have executed the foregoing Articles of Organization as of this 1st day of December, 1996.

MEMBERS:

BOCA ROADHOUSE, INC., a
Florida corporation

By:

William A. Hoffman
William A. Hoffman,
Vice President

ROADHOUSE GRILL, INC., a
Florida corporation

By:

Charles D. Barnett
Title: Secretary

STATE OF FLORIDA

COUNTY OF PALM BEACH

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

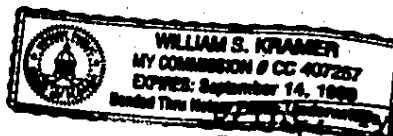
The undersigned member or authorized representative of a member of Boca Roadhouse, L.C. deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$454,568.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$454,568.00
A description of the property is attached and make a part hereto.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$ -0-
- 5) the total amount of 2, 3, and 4 is \$909,136.00

William A. Hoffman
William A. Hoffman, Vice President
of Boca Roadhouse, Inc., a Member

SWORN TO AND SUBSCRIBED before me this 12th day of December, 1996, by William A. Hoffman, who is personally known to me or who has produced his driver's license as identification.

[Signature]
Notary Public Signature



Type or Stamp
Commissioned Name of
Notary Public

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

Boca Roadhouse, L.C.

2. The name and address of the registered agent and office is:

**Charles D. Barnett, Esq.
899 W. Cypress Creek Road, Suite 500
Ft. Lauderdale, FL 33309**

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Charles D. Barnett
Charles D. Barnett, Esq.

Date: December 12, 1996

FILED
96 DEC 16 AM 10:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA